

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

|                                    |   |                       |
|------------------------------------|---|-----------------------|
| TALECRIS BIOTHERAPEUTICS, INC. and | ) |                       |
| BAYER HEALTHCARE LLC,              | ) |                       |
|                                    | ) |                       |
| Plaintiffs,                        | ) |                       |
|                                    | ) | C. A. No. 05-349-GMS  |
| v.                                 | ) |                       |
|                                    | ) | JURY TRIAL DEMANDED   |
| BAXTER INTERNATIONAL INC. and      | ) |                       |
| BAXTER HEALTHCARE CORPORATION,     | ) | <b>PUBLIC VERSION</b> |
|                                    | ) |                       |
| Defendants.                        | ) |                       |
|                                    | ) |                       |
|                                    | ) |                       |
| <hr/>                              | ) |                       |
| BAXTER HEALTHCARE CORPORATION,     | ) |                       |
|                                    | ) |                       |
| Counterclaimant,                   | ) |                       |
|                                    | ) |                       |
| v.                                 | ) |                       |
|                                    | ) |                       |
| TALECRIS BIOTHERAPEUTICS, INC. and | ) |                       |
| BAYER HEALTHCARE LLC,              | ) |                       |
|                                    | ) |                       |
| Counterdefendants.                 | ) |                       |

**BAXTER INTERNATIONAL INC. AND DEFENDANT/COUNTERCLAIMANT  
BAXTER HEALTHCARE CORPORATION'S MOTION FOR LEAVE TO FILE  
AMENDED ANSWER AND COUNTERCLAIM**

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Inc. and Defendant/Counterclaimant  
Baxter Healthcare Corporation*

Dated: November 1, 2006  
Public Version: November 8, 2006

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| TALECRIS BIOTHERAPEUTICS, INC. and | ) |                       |
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|                                    | ) |                       |
| Plaintiffs,                        | ) | C. A. No. 05-349-GMS  |
|                                    | ) |                       |
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| BAXTER INTERNATIONAL INC. and      | ) |                       |
| BAXTER HEALTHCARE CORPORATION,     | ) | <b>PUBLIC VERSION</b> |
|                                    | ) |                       |
| Defendants.                        | ) |                       |
|                                    | ) |                       |
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| BAXTER HEALTHCARE CORPORATION,     | ) |                       |
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|                                    | ) |                       |
| TALECRIS BIOTHERAPEUTICS, INC. and | ) |                       |
| BAYER HEALTHCARE LLC,              | ) |                       |
|                                    | ) |                       |
| Counterdefendants.                 | ) |                       |

**BAXTER INTERNATIONAL INC. AND BAXTER HEALTHCARE CORPORATION'S  
MOTION FOR LEAVE TO FILE AMENDED ANSWER AND COUNTERCLAIM**

Defendant Baxter International Inc. and Defendant/Counterclaimant Baxter Healthcare Corporation ("Baxter") submits this motion for leave to file an Amended Answer and Counterclaim pursuant to Fed. R. Civ. P. 15(a) for the reasons set forth in the accompanying Opening Brief in Support of Baxter's Motion for Leave to File Amended Answer and Counterclaim.

A copy of Baxter's proposed Amended Answer and Counterclaim is attached hereto as Exhibit A. Pursuant to D. Del. Local Rule 15.1, a black-lined copy of Baxter's proposed Amended Answer and Counterclaim showing the changes from the May 30, 2006

Answer to Amended and Supplemented Complaint and Counterclaim is attached hereto as Exhibit B. A proposed Order granting Baxter International Inc. and Baxter Healthcare Corporation's Motion for Leave to File Amended Answer and Counterclaim is attached hereto as Exhibit C.

WHEREFORE, Baxter respectfully requests that the Court grant its motion and enter the proposed Order attached hereto as Exhibit C.

POTTER ANDERSON & CORROON LLP

OF COUNSEL:

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Dated: November 1, 2006

Public Version: November 8, 2006

761055

By: /s/ Philip A. Rovner

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Baxter International Inc. and  
Defendant/Counterclaimant  
Baxter Healthcare Corporation*

# **EXHIBIT A**

**THIS EXHIBIT HAS BEEN  
REDACTED IN ITS ENTIRETY**

# **EXHIBIT B**

**THIS EXHIBIT HAS BEEN  
REDACTED IN ITS ENTIRETY**

# **EXHIBIT C**



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| Plaintiffs,                        | ) | C. A. No. 05-349-GMS |
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| BAXTER INTERNATIONAL INC. and      | ) |                      |
| BAXTER HEALTHCARE CORPORATION,     | ) |                      |
|                                    | ) |                      |
| Defendants.                        | ) |                      |
|                                    | ) |                      |
| _____                              | ) |                      |
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| BAXTER HEALTHCARE CORPORATION,     | ) |                      |
|                                    | ) |                      |
| Counterclaimant,                   | ) |                      |
|                                    | ) |                      |
| v.                                 | ) |                      |
|                                    | ) |                      |
| TALECRIS BIOTHERAPEUTICS, INC. and | ) |                      |
| BAYER HEALTHCARE LLC,              | ) |                      |
|                                    | ) |                      |
| Counterdefendants.                 | ) |                      |

**ORDER ON BAXTER INTERNATIONAL INC. AND BAXTER  
HEALTHCARE CORPORATION'S MOTION FOR  
LEAVE TO AMEND ITS ANSWER AND COUNTERCLAIM**

The Court, having considered Baxter International Inc. and Baxter Healthcare Corporation's Motion for Leave to File Amended Answer and Counterclaim, is of the opinion that the motion should be GRANTED. The Amended Answer and Counterclaim is deemed filed and served as of the date of this Order.

SO ORDERED this \_\_\_\_\_ day of \_\_\_\_\_, 2006.

\_\_\_\_\_  
United States District Judge

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

**CERTIFICATE OF SERVICE**

I, Philip A. Rovner, hereby certify that on November 8, 2006, the within document was filed with the Clerk of the Court using CM/ECF which will send notification of such filing(s) to the following; that the document was served on the following counsel as indicated; and that the document is available for viewing and downloading from CM/ECF.

**BY HAND DELIVERY AND E-MAIL**

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I hereby certify that on November 8, 2006 I have sent by E-mail and Federal Express the foregoing documents to the following non-registered participants:

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